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Thomas P. Sarb (TS-8282)  
UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK  
----- x:

In Re: Chapter 11  
GENERAL MOTORS CORPORATION, Case No. 09-50026 (REG)  
Debtors. (Jointly Administered)  
----- x

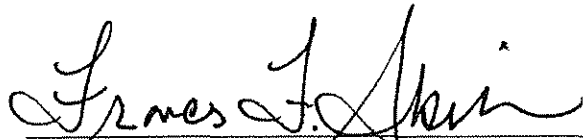
PROOF OF SERVICE

I, Frances F. Skillman, certify that on June 15, 2009, a copy of the following:

- Limited Objection Of Benteler Automotive Corporation To The Motion Of Debtors And Debtors In Possession Pursuant To Sections 105, 363, And 365 Of The Bankruptcy Code And Bankruptcy Rules 2002, 6004 And 6006 For An Order Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases And The Notice Of Filing Of Schedule Of Certain Designated Supplier Agreements And Cure Costs Related Thereto

was served on the following parties via hand delivery:

U. S. Treasury  
Attn: Matthew Feldman, Esq.  
1500 Pennsylvania Avenue, N.W., Room 2312  
Washington DC 20220

  
\_\_\_\_\_  
Frances F. Skillman

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*Received By  
Maurice Miller  
6/15/09*

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: Chapter 11  
In Re: :  
: Case No. 09-50026 (REG)  
GENERAL MOTORS CORPORATION, :  
: (Jointly Administered)  
Debtors. :  
-----X

**LIMITED OBJECTION OF BENTELEER AUTOMOTIVE CORPORATION TO THE MOTION OF DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTIONS 105, 363, AND 365 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 6006 FOR AN ORDER AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND THE NOTICE OF FILING OF SCHEDULE OF CERTAIN DESIGNATED SUPPLIER AGREEMENTS AND CURE COSTS RELATED THERETO**

Benteler Automotive Corporation (“Benteler”), by its attorneys, objects on a limited basis (the “Objection”) to the Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Docket No. 92) (the “Sale Motion”) and the Notice of Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto (“Notice of Assumption”).

In support of its Objection, Benteler states:

**Background**